EXHIBIT 690

REDACTED PUBLIC VERSION

Recruiting and Human Resources Update

Lucasfilm Ltd.
Board of Directors Meeting
October 19, 2007

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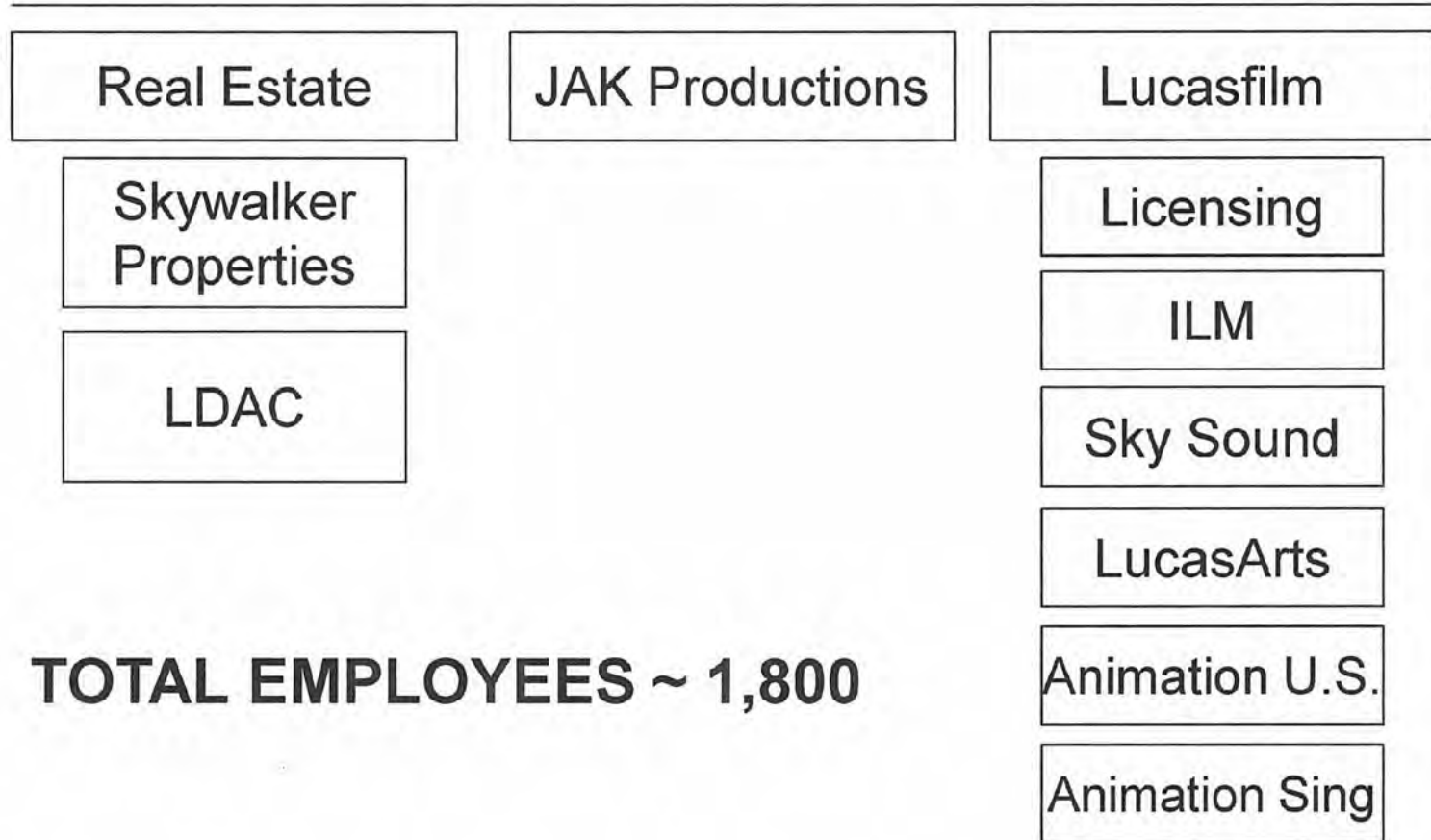# Agenda

- Overview

- Human Resources

  ███████████████

  ███████████████

- Recruiting

  - Company growth plans

  - Demographics and changes in the marketplace

  - Meeting the challenges

- Executive Session

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Company Organization

Real Estate	JAK Productions	Lucasfilm

Skywalker Properties		Licensing
LDAC		ILM
		Sky Sound
		LucasArts
		Animation U.S.
		Animation Sing

TOTAL EMPLOYEES ~ 1,800

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Ltd.

Human Resources Scope

Employee Relations	Labor Relations	People Strategy/Leadership Development
Technical Training and Development	Global Talent Acquisition	Compensation/ Benefits

CAO Strategic Focus for 2007-2008

- Culture and Communication

  - Vision, Values

- Talent Selection and Development

  - Global Recruiting

  - Development (technical and leadership)

- Rewards

  - Compensation, Benefits, unique Lucas value proposition

- Infrastructure

  - Systems and processes

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Recruiting

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Changes in Company Demographics

Area of Residence	In 2004	In 2007
East Bay	14%	12%
Marin	47%	31%
Sonoma	12%	5%
NE Bay (Napa/Vallejo area)	4%	3%
San Francisco	19%	40%
South Bay	3%	9%
SE Bay (Fremont area, lower 880 toward 101)	1%	1%

2007 Recruiting Statistics

	YTD	Q4 Estimate	2007 Total
ILM	81	8	89
R & D	22	5	27
R & D Interns	9	0	9
LAL	48	8	56
LAS	35	17	52
LECL	59	11	70
LEC	165	55	220
LFL	40	14	54
SKY	4	1	5
SPL/LDAC	2	5	7
Grand Total	**465**	**124**	**589**

2007 Recruiting Statistics

- 20,000 resumes and reels reviewed

- 1,800 on-site interviews

- 50,000 man hours spent interviewing candidates

- Team of 30 recruiters needed to bring in +/- 600 hires plus about 50 temps

2008 Projected Growth

	YE	Estimated 2008		
	2007	Attrition	Growth	New Hires
LucasArts	464	86	100	186
ILM	531	98	0	98
Skywalker Sound	120	2	0	2
Lucasfilm/Licensing	164	30	10	40
LECL (Shared Services)	181	33	10	43
LAL	94	17	35	52
LAS	164	30	78	108
SPL/LDAC	47	9	2	11
JAK	18	N/A	0	0
GRAND TOTAL	**1,783**	**305**	**235**	**540**

Estimated 2008 YE Headcount ~ 2,000

Recruiting Headlines by Division

LEC	◯	Talent hard to find, "passive" candidates; lots of local competition; new industry; reputation challenge
LAL	◯	Lots of available talent; cultural and artistic sense critical; easy to recruit junior talent/senior difficult; reputation mixed
LAS	◯	Little local talent; high rental costs; easy to get visas; growing reputation
LFL / LECL	◯	Junior talent easy/senior very difficult to find; lots of competition; good reputation
SS	◯	Very project-based; organized work force; no local competition; good reputation
ILM	◯	Very project-based; organized work force; excellent rolodex of project staff; reputation "sells" the job
Real Estate	◯	No significant issues

Examples of Positions to Fill

Most Difficult	Least Difficult
Senior Game Engineers	All Entry Level
Game Designers	Animators
R & D Engineers	Compositors
Python Programmers	Technical Directors
Tax Analysts	Quality Assurance Testers
Senior Finance Staff	Workplace Services Staff
Senior Sales Staff	Skywalker Sound - All Positions
Senior Marketing Staff	Skywalker Properties - All Positions
Sabre Artists	
Digimatte Artists	
Particle System TDs	

#1 - Sourcing for Talent

- Passive Talent difficult to find

- It is a candidate market right now

- Extremely diverse needs for each division

- Tools not in place

- Need to think "out of the box" to get the best and the brightest

- Change recruiting strategy from gatherer to hunter

#2 - Compensation

- Lucasfilm Companies are at ███ ███ of comp range for SF Bay Area

- Want Triple AAA talent for ███████████ prices

- Privately held company without stock

- Bonus plan is ambiguous and difficult to use as a selling point

- We are a training ground for our competitors

#3 - Competition in the Bay Area

- San Francisco offers a variety of interesting opportunities for candidates

- Pixar, IM Digital, PDI, Tippett, Orphanage, EA Redwood Shores etc…

- Google, Yahoo, Silicon Valley etc…

- Other companies offer better base pay, bonuses, and a better quality of life

- No large, prominent projects in the near term

#4 - Immigration and Visas

- H1-B's were on lottery and completely gone this year in 48 hrs

- O-1's require an advanced degree, being published or 10+ years of experience

- We use every possible method to get visas for our talent but it is not enough

- Immigration expenses have doubled – 20K for a green card

- Gaming talent is international

#5 - Retention

- Revolving door; Lucasfilm has become the training ground for entertainment community

- Recruiting and training is very expensive; need to increase talent tenure to get a reasonable return on our investment

- Bench strength is compromised as we lose 20%+ of our employees on an annual basis – we run lean as it is

- Need to create strategies to keep people here, especially those working on company growth related projects

What We're Doing

- Building the right recruiting organization to support the ebb and flow of our businesses

- JEDI Academy & JuMP program

- All Companies Referral bonus plan

- Applicant Tracking System

- Re-branding ourselves to generate excitement about the company

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Recruiting Challenges

1. Sourcing for talent

2. Competition in the Bay Area

3. Immigration and Visas

4. Retention

5. Compensation

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#1 - Sourcing for Talent

- Passive talent difficult to find

- It is a candidate market right now

- Extremely diverse needs for each division

- Must think "out of the box" to get the best and the brightest; schools outreach

- Current market conditions require "hunters", not just "gatherers"

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#2 - Competition in the Bay Area

- San Francisco offers an increasing variety of interesting opportunities for candidates

  - Pixar, IM Digital, PDI, Tippett, Orphanage, EA Redwood Shores, LeapFrog

  - Google, Yahoo, MySpace, Apple, TiVO, Nvidia

- Being based in San Francisco gives good candidates more choices

#3 - Immigration and Visas

- H1-B lottery gone this year in 48 hours (received 10, denied 3)

- O-1's require an advanced degree, being published or 10+ years of experience   (applied for and received 13)

- Immigration expenses have doubled;   will spend ~$750,000 in 2007

- No immigration issues in Singapore; employees can easily be transferred

#4 - Retention

- Lucasfilm is the training ground for the entertainment community

- Recruiting and training is very expensive; average cost to replace an employee is 50%   of annual comp

- Focus on retention of key people

- Career development

#5 - Compensation

- Lucas Companies target comp at ███████ of relevant positions in the SF Bay Area market

- We made significant adjustments over the last year to maintain our position, but the market is outpacing us

- Hot job market drives prices – frequently, candidates have competing offers

- Some competitors are targeting higher comp levels for "A" players, especially with equity

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What We're Doing

- Building the right recruiting organization to support the ebb and flow of our businesses

- Developing formal internship and training programs to bring in junior talent and get them up to speed quickly

- Referral bonus plan for all employees

- Applicant Tracking System to increase productivity of recruiters

- Re-branding through new website

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Training and Development

- Jedi Academy

- Jedi Masters Program

- STRAT

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JEDI Academy
Targeted Internship Program

- Targets internships toward schools where we can find talent for "hard to find" recruiting areas – engineering, computer science and art

- Builds a pipeline of eager interns and new employees ready to join the company every June

- Uses undergraduate internships as a building block to create partnerships with targeted schools

- Targeting 50 interns

JEDI Academy
2008 Proposed Numbers

- LucasArts – 18 interns

- LAL – 5 interns

- ILM R&D – 8 interns

- ILM CG Production – 3 interns

- LECL – 7 interns

- Lucasfilm Misc. – 8 interns

- Documentaries – 1 intern

JEDI Academy
Target Schools

Technical	Art
•Berkeley	Savannah College of Art and Design (SCAD)
•Stanford	Art Center College of Design - Pasadena
•Illinois Urbana-Champaign	Cal Arts
•SFSU (for IT / IS)	Academy of Art
•Carnegie-Mellon	SF Art Institute
• MIT	San Jose State
• Texas A&M	Otis College of Design
• University of Washington	Ringling
• Georgia Tech	
• Waterloo	
• USC (Gamepipe Lab)	**Production/Direction**
	University of Southern California (USC)
•* *proposed targets in yellow*	

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Jedi Masters Program
Program Purpose

- To provide Production Experience in Animation, VFX and Games

- To raise the local industry Mid and Senior Level Artistic and Technical Talent

- To raise the skill level of existing LAS Artists

- To provide Professional Development Training to existing LAS Artists

- To produce talent on par with Lucasfilm US

Jedi Masters Program
Program Structure

- Focused, production centered training with in-depth, real time hands on experience

- Instructors provided by Industrial Light & Magic, LucasArts, and Lucasfilm Animation

- Direct expert mentorship for each and every student

Jedi Masters Program
Scope

- Existing LAS artists and new trainees

  - New trainees will be drawn from Singapore and the surrounding regions

  - Extremely competitive entrance requirements

  - 150 trainees over 2.5 years

- Also talking with U.S. schools about placing students in Singapore

STRAT
A New Version of T.A.P.

- 21 INTERNS IN 2008
- ILM
  - Software R&D
- Lucasfilm Animation
  - Lighting TDs
  - Software R&D
  - Creature Developers
- LucasArts
  - Game Artists and Engineers

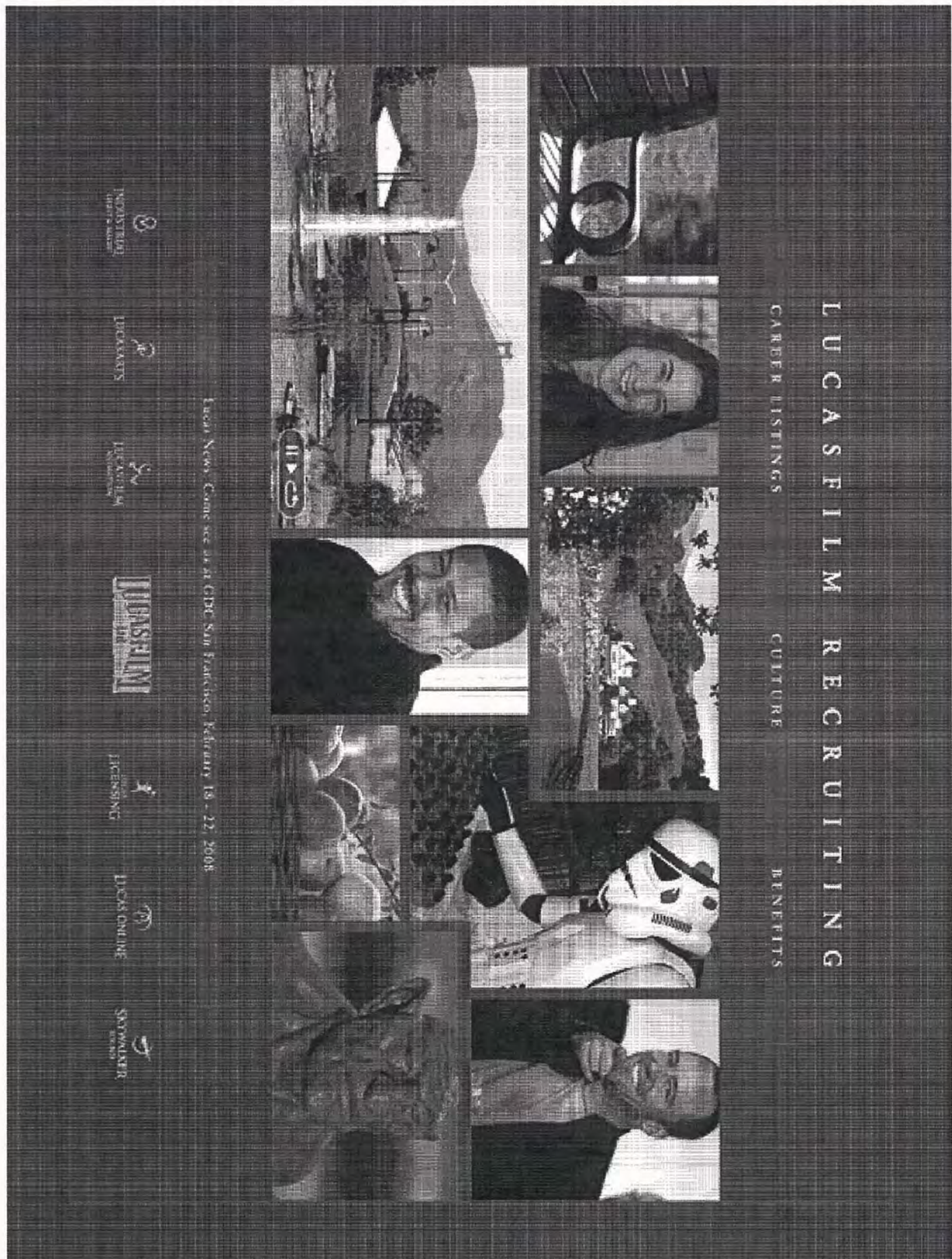Website

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LUCASFILM RECRUITING

CAREER FAQS | UNIVERSITY RELATIONS | CULTURE | BENEFITS

CAREER LISTINGS | JOB LIST | SUBMISSION GUIDELINES | RELOCATIONS INFO

LISTED HERE ARE THE OPPORTUNITIES THAT ALL THE
LUCASFILM COMPANIES HAVE TO OFFER.

LUCASARTS: ANIMATOR

Description:
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APPLY FOR THIS JOB

INDUSTRIAL LIGHT & MAGIC: ANIMATOR

Description:
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APPLY FOR THIS JOB

LUCASFILM ANIMATION: ANIMATOR

Description:
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LUCASFILM RECRUITING

CAREER LISTINGS

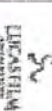CAREER FAQS   UNIVERSITY RELATIONS   JOB LIST   SUBMISSION GUIDELINES   RELOCATIONS INFO

CULTURE   BENEFITS

FIND THE JOB YOU'LL LOVE
DRILL DOWN EACH JOB CRITERIA TO SEE ALL THE OPTIONS
YOU CAN SEARCH WITH.

ORGANIZATION

FUNCTION

KEYWORD SEARCH

DATE POSTED

SEARCH   VIEW ALL JOBS

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Recruiting Organization

TURN INTO CHART

- LECL – 1 Director, 1 Recruiter, 1 Recruiting Coordinator = 2

- ILM – 2 Recruiters, 1 Recruiting Coordinator = 3

- ILM R&D – 1 Recruiter, 1 Recruiting Coordinator = 2

- LEC – 1 Staffing Manager, 8 Recruiters, 4 Sourcers, 3 Recruiting Coordinators = 16

- LFL - 2 Recruiters, 1 Recruiting Coordinator = 2

- LAL US – 1 Recruiter, 1 Recruiting Coordinator = 2

- LAL SG – 3 Recruiters = 3   **TOTAL Staff = 31**

Recruiting Videos

Intergalactic Colleagues

LAS Recruiting Reel

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are needed to see this picture.

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EXECUTIVE SESSION

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JEDI Academy, JuMP & STRAT

- JEDI Academy – Summer internship program – focused on LEC, R&D and misc. other

- JuMP – Singapore training initiative

- STRAT – Singaporeans trained in US to move back to Singapore and populate LAS

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Projected 2008 Recruiting Demands

- Current head count for all companies is approximately 1,550 US and 125 Singapore for a total of 1,675

- If we assume a 24% annual turnover rate (industry benchmark), we can expect to backfill 350 positions in the coming year

- Growth across the company is currently planned at about 250

- TOTAL NEW EMPLOYEES NEEDED IN 2008 ~ 600 (similar to 2007)

Need to talk about our attrition rate, not just industry benchm...

All Companies Referral bonus plan

- The money bullets make no sense. We should really talk about what the program is and what we're hoping to gain from it (e.g., how many applicants do we get from our employees, how the program did last year, anything else interesting). You get the drift.

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Applicant Tracking System

- Better Database for tracking candidates

- Web based so recruiters can work from all locations

- Increased sourcing capabilities

- Automated tracking of the life of the candidate withing the system and company

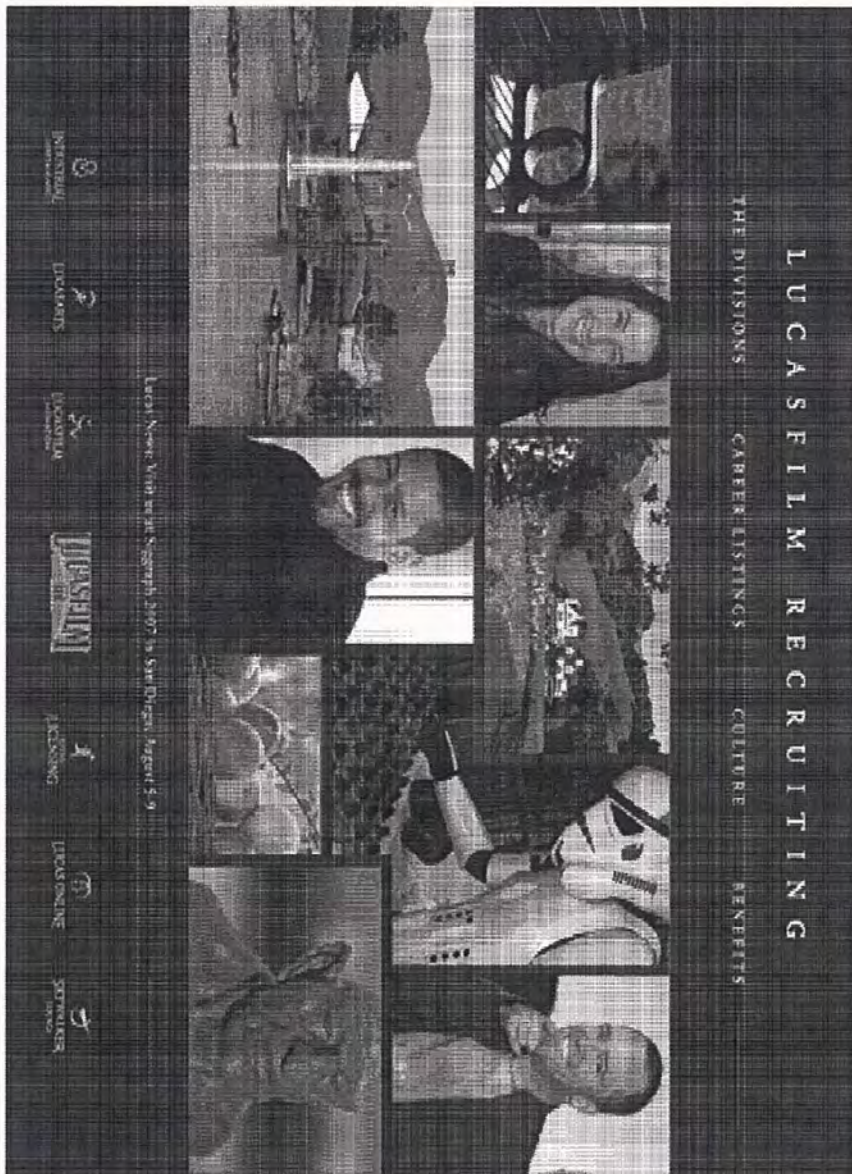- Increased ability to mine important recruiting data

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Recruiting Re-branding

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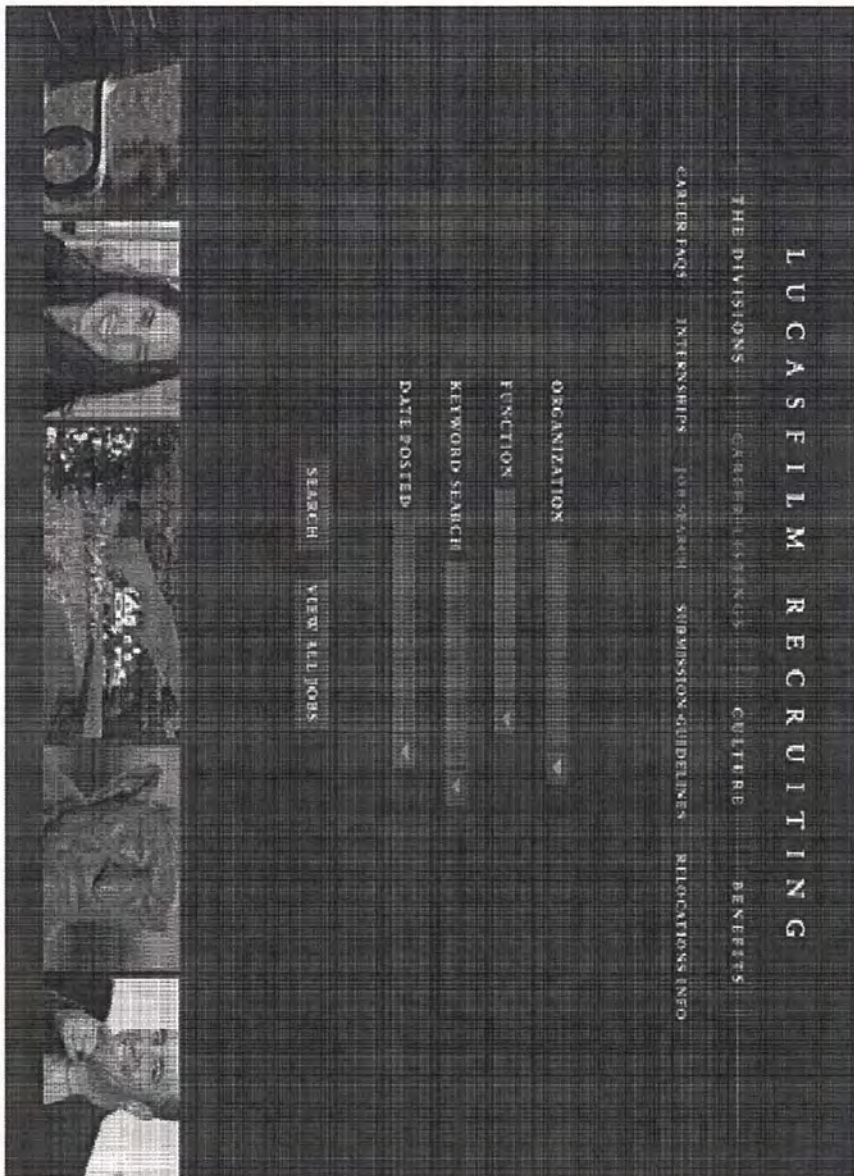
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Business Unit Profiles

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ILM

- Current headcount: 535

- Assumed 2008 recruiting needs: 125 attrition, 0 growth

- Recruiting Headlines:

  - High-end technical migrant workers

  - Recruiting generally based upon production requirements

  - Great reputation

  - Easy to recruit Junior talent – almost too many applicants/candidates

  - Very difficult to recruit Senior talent

LucasArts

- Current headcount = 427

- Assumed 2008 recruiting needs: 100 attrition, 100+ growth

- Recruiting Headlines:

  - No stock, no bonuses

  - Biggest area of growth

  - Rarest type of talent – best talent is PASSIVE

  - Very few candidates apply for jobs

  - Difficult to recruit - new industry, not enough talent

Lucasfilm Animation U.S.

- Total headcount = 106

- Assumed 2008 recruiting needs: 25 attrition, 35 growth

- Recruiting Headlines:

  - Feature film with GWL big draw for talent

  - Industry is 20 years old and there is a lot of available talent

  - Cultural fit very important

  - Easy to recruit Junior talent – almost too many applicants/candidates

  - Relatively difficult to recruit Senior talent

Lucasfilm Animation Singapore

- Current headcount = 125

- Assumed 2008 recruiting needs: 29 attrition, 78 growth

- Recruiting Headlines:

  - We didn't have a slide for this. Needs to be fleshed out.

Lucasfilm

- Total headcount = 115

- Assumed 2008 recruiting needs: 27 attrition, 10 growth

- Recruiting Headlines:

    - Nature of work has changed since production of EPs 1-3

    - Very little turnover until the Presidio move

    - Staff needs are growing as we transition from several small companies to one medium sized company

    - Easy level of recruiting difficulty for Junior talent – almost too many applicants/candidates

    - Very difficult to recruiting Senior talent

LECL (Shared Services)

- Total headcount = 165

- Assumed 2008 recruiting needs: 40 attrition, 10 growth

- Recruiting Headlines:

  - Nature of work has changed since moving to Presidio

  - Staff needs are growing as we transition from several small companies to one medium sized company

  - Competition for staff is high; there are many similar opportunities in San Francisco for this group

  - Relatively difficult to recruit employees

Skywalker Sound - NEEDS #'s

- Total headcount =

- Assumed 2008 recruiting needs: attrition, growth

- Recruiting Headlines:

  - Extremely project based workers

  - Fantasy and Zoetrope have closed leaving few bay area options for migrant talent; many seek work elsewhere

  - Unionized workforce

  - Easy to recruit Junior talent – almost too many applicants

  - Relatively difficult to recruit Senior talent

Real Estate (Skywalker Properties/LDAC)

- Total headcount =

- Assumed 2008 recruiting needs: attrition, growth

- Recruiting Headlines:

  - We didn't have a slide for this. Needs to be fleshed out.

- Current head count = 1550 US, 125 Singapore

- Growth for 2008

- Assume a 23.7% annual turnover (industry benchmark), Sky Sound at 2% = 358 backfills

- LEC = 427 x .237 = 101 + growth (100 +)

- ILM = 535 x .237 = 125 + growth (0)

- LAL = 106 x .237 = 25 + growth (35)

- LAS = 125 x .237 = 29 + growth (78)

- LCL = 165 x .237 = 39 + growth (10)

- LFL = 115 x .237 = 27 + growth (10)

- SPL = 44 x .237 = 10 + growth (2)

- SKY = 121 x .02 = 2 + growth (0)

- TOTAL GROWTH 2008 = +/- 600 (Same as 2007)